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**EXHIBIT B**  
**[PROPOSED] Order**

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**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO**

**In re:**

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric  
Company

☒ Affects both Debtors

*\* All papers shall be filed in the Lead  
Case, No. 19-30088 (DM).*

Bankruptcy Case No. 19 -30088 (DM)  
Chapter 11 (Lead Case) (Jointly Administered)

**[PROPOSED] ORDER PURSUANT TO 11 U.S.C.  
§§ 105 AND 363 AND FED. R. BANKR. P. 9019  
(I) APPROVING CASE RESOLUTION  
CONTINGENCY PROCESS AND (II) GRANTING  
RELATED RELIEF**

Related Docket Nos. [●]

1                   Upon the Motion, dated March 20, 2020 [Docket No. [●]] (the “**Motion**”),<sup>1</sup> of PG&E  
2 Corporation and Pacific Gas and Electric Company, as debtors and debtors in possession  
3 (together, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11**  
4 **Cases**”), for entry of an order (i) approving the Case Resolution Contingency Process, and  
5 (ii) granting related relief, all as more fully set forth in the Motion; and this Court having jurisdiction  
6 to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, the  
7 *Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order 24 (N.D.  
8 Cal.), and Bankruptcy Local Rule 5011-1(a); and consideration of the Motion and the requested  
9 relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this  
10 Court pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found and determined that  
11 notice of the Motion as provided to the parties listed therein is reasonable and sufficient, and it  
12 appearing that no other or further notice need be provided; and this Court having reviewed the  
13 Motion and the Wells Declaration; and the Court having held a hearing to consider the Motion; and  
14 this Court having determined that the legal and factual bases set forth in the Motion and the Wells  
15 Declaration establish just cause for the relief granted herein; and it appearing that the relief requested  
16 in the Motion represents a sound exercise of the Debtors’ business judgment and is in the best  
17 interests of the Debtors, their estates, creditors, shareholders, and all other parties in interest; and  
18 upon the record of all of the proceedings had before this Court, and after due deliberation and  
19 sufficient cause appearing therefor,

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28                   <sup>1</sup> Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such  
                    terms in the Motion.

1                   **IT IS HEREBY ORDERED THAT:**

2           1.     The Motion is granted as provided herein.

3           2.     The Case Resolution Contingency Process, attached hereto as **Exhibit A**, all of the  
4 terms of which are incorporated herein by reference as if set forth herein, is approved in its entirety  
5 as of the date of this Order.

6           3.     The Debtors shall be authorized and directed to take all actions necessary to  
7 implement the terms of the Case Resolution Contingency Process and this Order.

8           4.     The Plan Documents (including documents included in the Plan Supplement) and any  
9 amendments to the Plan will be in form and substance acceptable to the Governor's Office;  
10 provided, that if the Court declines to enter a form of Confirmation Order or to confirm the Plan  
11 unless the Plan Proponents modify the Confirmation Order or the Plan in a manner not acceptable  
12 to the Governor's Office, the Plan Proponents may modify the Confirmation Order to address the  
13 Court's requirements.

14          5.     This Court retains exclusive jurisdiction to hear and determine all matters arising from  
15 or related to the implementation, interpretation, or enforcement of this Order.

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18                   **\*\* END OF ORDER \*\***  
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**EXHIBIT A**

**See Exhibit A of the Motion**